

NOCOPI TECHNOLOGIES INC/MD/

Form 10-Q

November 14, 2011

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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549  
Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the quarterly period ended September 30, 2011.**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 000-20333  
NOCOPI TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

MARYLAND

87-0406496

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer Identification No.)

9C Portland Road, West Conshohocken, PA

19428

(Address of principal executive offices)

(Zip Code)

(610) 834-9600

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 58,187,378 shares of common stock, par value \$0.01, as of November 10, 2011



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*Nocopi Technologies, Inc.*  
*Statements of Operations\**  
*(unaudited)*

	<b>Three Months ended</b>		<b>Nine Months ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Revenues</b>				
<b>Licenses, royalties and fees</b>	\$ 85,800	\$ 78,000	\$ 285,600	\$ 189,700
<b>Product and other sales</b>	86,900	103,800	299,600	237,000
	172,700	181,800	585,200	426,700
<b>Cost of revenues</b>				
<b>Licenses, royalties and fees</b>	16,100	15,100	47,600	54,900
<b>Product and other sales</b>	51,100	70,200	168,500	174,500
	67,200	85,300	216,100	229,400
<b>Gross profit</b>	105,500	96,500	369,100	197,300
<b>Operating expenses</b>				
<b>Research and development</b>	28,400	27,500	85,800	104,600
<b>Sales and marketing</b>	38,900	38,500	131,300	107,600
<b>General and administrative</b>	81,200	79,600	263,100	254,600
	148,500	145,600	480,200	466,800
<b>Net loss from operations</b>	(43,000)	(49,100)	(111,100)	(269,500)
<b>Other income (expenses)</b>				
<b>License transfer fee, net</b>	54,000		54,000	
<b>Reversal of accounts payable and accrued expenses</b>	57,400		57,400	
<b>Interest expense, bank charges and financing cost</b>	(2,300)	(2,500)	(7,600)	(8,300)
	109,100	(2,500)	103,800	(8,300)
<b>Net income (loss)</b>	\$ 66,100	\$ (51,600)	\$ (7,300)	\$ (277,800)
	\$ .00	\$ (.00)	\$ (.00)	\$ (.00)

**Basic and diluted net income (loss) per  
common share**

**Basic and diluted weighted average common  
shares outstanding**

58,187,378	56,289,541	58,049,157	55,567,682
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\* See accompanying notes to these financial statements.

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*Nocopi Technologies, Inc.*  
*Balance Sheets\**

	<b>September 30 2011 (unaudited)</b>	<b>December 31 2010 (audited)</b>
<i>Assets</i>		
<b>Current assets</b>		
Cash	\$ 1,400	\$ 10,600
Accounts receivable less \$5,000 allowance for doubtful accounts	168,500	171,100
Inventory	24,600	34,800
Prepaid and other	11,900	37,200
<b>Total current assets</b>	<b>206,400</b>	<b>253,700</b>
<b>Fixed assets</b>		
Leasehold improvements	72,500	72,500
Furniture, fixtures and equipment	184,500	184,500
	257,000	257,000
<b>Less: accumulated depreciation and amortization</b>	<b>251,900</b>	<b>247,400</b>
	5,100	9,600
<b>Total assets</b>	<b>\$ 211,500</b>	<b>\$ 263,300</b>
<i>Liabilities and Stockholders Deficiency</i>		
<b>Current liabilities</b>		
Line of credit	\$ 75,000	\$ 93,800
Demand loans	52,500	50,500
Accounts payable	235,400	263,400
Accrued expenses	116,200	142,500
Deferred revenue	54,500	46,500
<b>Total current liabilities</b>	<b>533,600</b>	<b>596,700</b>
<b>Stockholders deficiency</b>		
Common stock, \$0.01 par value		
Authorized 75,000,000 shares		
Issued and outstanding 2011 58,187,378 shares; 2010 57,852,041 shares	581,900	578,500
Paid-in capital	12,380,600	12,365,400
Accumulated deficit	(13,284,600)	(13,277,300)
<b>Total stockholders deficiency</b>	<b>(322,100)</b>	<b>(333,400)</b>
<b>Total liabilities and stockholders deficiency</b>	<b>\$ 211,500</b>	<b>\$ 263,300</b>

\* **See accompanying notes to these financial statements.**



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*Nocopi Technologies, Inc.*  
*Statements of Cash Flows\**  
*(unaudited)*

	Nine Months ended September 30	
	2011	2010
<b>Operating Activities</b>		
Net loss	\$ (7,300)	\$ (277,800)
<b>Adjustments to reconcile net loss to net cash used in operating activities</b>		
Depreciation and amortization	4,500	6,300
Reversal of accounts payable and accrued expenses	(57,400)	
Compensation expense stock option grants		3,000
Financing cost warrant grants	600	2,200
	(59,600)	(266,300)
<b>Decrease in assets</b>		
Accounts receivable	2,600	63,700
Inventory	10,200	32,600
Prepaid and other	25,300	18,300
<b>Increase (decrease) in liabilities</b>		
Accounts payable and accrued expenses	3,100	(10,800)
Deferred revenue	8,000	31,400
	49,200	135,200
<b>Net cash used in operating activities</b>	(10,400)	(131,100)
<b>Investing Activities</b>		
Additions to fixed assets		(2,300)
<b>Net cash used in investing activities</b>		(2,300)
<b>Financing Activities</b>		
Proceeds from demand loans	17,000	50,500
Repayment of demand loan	(15,000)	
Repayment of borrowings under line of credit	(18,800)	
Issuance of common stock	18,000	64,600
<b>Net cash provided by financing activities</b>	1,200	115,100
<b>Decrease in cash</b>	(9,200)	(18,300)
Cash at beginning of year	10,600	37,200
<b>Cash at end of period</b>	\$ 1,400	\$ 18,900

**Supplemental disclosure of cash flow information**

<b>Cash paid for interest</b>	\$	2,500	\$	2,900
<b>Supplemental disclosure of non cash investing activities</b>				
<b>Disposal of fully depreciated equipment</b>				
<b>Furniture, fixtures and equipment</b>	\$		\$	2,700
<b>Accumulated depreciation and amortization</b>	\$		\$	2,700

\* See accompanying notes to these financial statements.

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**NOCOPI TECHNOLOGIES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Note 1. Financial Statements**

The accompanying unaudited condensed financial statements have been prepared by Nocopi Technologies, Inc. (the Company). These statements include all adjustments (consisting only of normal recurring adjustments) which management believes necessary for a fair presentation of the statements and have been prepared on a consistent basis using the accounting policies described in the summary of Accounting Policies included in the Company's 2010 Annual Report on Form 10-K. Certain financial information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the accompanying disclosures are adequate to make the information presented not misleading. The Notes to Financial Statements included in the 2010 Annual Report on Form 10-K should be read in conjunction with the accompanying interim financial statements. The interim operating results for the three months and nine months ended September 30, 2011 may not be necessarily indicative of the operating results expected for the full year.

The Company follows Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 220 in reporting comprehensive income. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. Since the Company has no items of other comprehensive income, comprehensive income (loss) is equal to net income (loss).

**Note 2. Going Concern**

Since its inception, the Company has incurred significant losses and, as of September 30, 2011, had accumulated losses of \$13,284,600. For the nine months ended September 30, 2011, the Company had a net loss from operations of \$111,100. At September 30, 2011, the Company had negative working capital of \$327,200 and a stockholders deficiency of \$322,100. For the year ended December 31, 2010, the Company's net loss from operations was \$234,400. Due in part to the recession that has and is continuing to negatively impact the country's economy, the Company, which is substantially dependent on its licensees to generate licensing revenues, may incur further operating losses and experience negative cash flow in the future. Achieving profitability and positive cash flow depends on the Company's ability to generate and sustain significant increases in revenues and gross profits from its traditional business and new product lines. There can be no assurances that the Company will be able to generate sufficient revenues and gross profits to return to and sustain profitability and positive cash flow in the future.

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During the second quarter of 2011, the Company raised \$18,000 in a private placement exempt from registration under section 4(2) of the Securities Act of 1933, as amended, whereby 335,337 shares of the Company's common stock were sold to two non-affiliated individual investors. In late September 2011, the Company received an unsecured loan of \$2,000 from an individual and repaid the loan in October 2011. Additionally, in late January 2011, the Company received an unsecured loan of \$15,000 from William P. Curtis, Jr., a Director, and repaid the loan in early February 2011. During 2010, the Company received unsecured loans totaling \$50,500 from four individuals, of which \$7,500 was lent by Herman M. Gerwitz, a Director. During 2010, the Company raised \$101,600 in a private placement exempt from registration under section 4(2) of the Securities Act of 1933, as amended, whereby 2,668,333 shares of the Company's common stock were sold to five non-affiliated individual investors and 211,412 were sold to two Directors of the Company. Receipt of funds from these investors and from the demand loan holders has permitted the Company to continue in operation to the current date. Management of the Company believes that it will need additional capital in the future both to fund investments needed to increase its operating revenues to levels that will sustain its operations and to fund operating deficits that it anticipates will continue until revenue increases from traditional and new product lines can be realized. There can be no assurances that the Company will be successful in obtaining sufficient additional capital, or if it does, that the additional capital will enable the Company to impact its revenues so as to have a material positive effect on the Company's operations and cash flow. The Company believes that without additional capital, whether in the form of debt, equity or both, it may be forced to cease operations at an undetermined date in the future.

**Note 3. Stock Based Compensation**

The Company follows FASB ASC 718, *Compensation - Stock Compensation*, and uses the Black-Scholes option pricing model to calculate the grant-date fair value of an award.

In February 2009, the Board of Directors of the Company, under the Company's 1999 Stock Option Plan, granted options to acquire 200,000 shares of its common stock to five employees of the Company, options to acquire 75,000 shares of its common stock to two consultants and options to acquire 50,000 shares of its common stock to an officer of the Company at \$0.12 per share. The options vested in February 2010 and expire five years from the date of grant. In accordance with the fair value method as described in the accounting requirements of FASB ASC 718, expense of approximately \$22,900 was recognized over the vesting period of the options through February 2010 to account for the cost of services received by the Company in exchange for the grant of stock options. There was no compensation expense recognized during the three months and nine months ended September 30, 2011. There was no compensation expense recognized during the three months ended September 30, 2010. During the nine months ended September 30, 2010, compensation expense of approximately \$3,000 was recognized. There was no unrecognized portion of expense at September 30, 2011. The Company's stock option plans terminated prior to 2010, and no further stock options can be granted under the plans; however, stock options granted before the termination dates may be exercised through their expiration dates.

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The following table summarizes all stock option activity of the Company since December 31, 2010:

	Number of Shares	Exercise Price		Weighted Average Exercise Price
Outstanding options - December 31, 2010	945,000	\$.12 to \$.45	\$	.29
Options expired	300,000	\$.22	\$	.22
Outstanding options - September 30, 2011	645,000	\$.12 and \$.45	\$	.32
Weighted average remaining contractual life (years)	1.89			
Exercisable options - September 30, 2011	645,000	\$.12 and \$.45	\$	.32

**Note 4. Line of Credit**

The Company has a line of credit with a bank that, at its inception in 2008, allowed the Company to borrow up to \$100,000 to provide a future source of working capital. The line of credit, which matures in September 2014, is secured by all the assets of the Company and bears interest at the bank's prime rate plus 0.5%. At September 30, 2011, the interest rate applicable to the Company's line of credit was 3.75%. Until the third quarter of 2010, the Company had been required to pay interest only on borrowings under the line of credit. In the third quarter of 2010, the Company was notified by the bank that the fully drawn line of credit, which had an outstanding balance of \$100,000 at that time, was not being renewed. The bank offered to the Company and the Company accepted repayment terms that require the Company to repay the outstanding loan balance in forty-eight equal monthly installments of \$2,083 plus interest at the bank's prime rate plus 0.5%, beginning in October 2010. The incurrence of certain unsecured loans in 2010 and 2011 constitutes a violation of certain covenants under the Company's line of credit which gives the lender certain rights, including the right to require the Company to repay immediately the entire outstanding loan balance, which was \$75,000 at September 30, 2011, rather than on a monthly basis over the following thirty-six months. Should the bank require immediate prepayment, the Company's financial condition could be materially adversely affected. Management of the Company intends to cure this violation.

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**Note 5. Demand Loans**

In September 2011, the Company received an unsecured loan of \$2,000 from an individual and repaid the loan, with interest at 8%, in October 2011.

In January 2011, the Company received an unsecured loan of \$15,000 from William P. Curtis, Jr., a Director, and repaid the loan, with interest at 8%, in February 2011. The loan was used to finance the Company's working capital requirements. Additionally, the Company granted warrants to purchase 15,000 shares of common stock of the Company at \$0.06 per share to Mr. Curtis. The warrants expire in five years. A financing cost of approximately \$600, representing the fair value of the warrants, was charged to income in the first quarter of 2011. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate-2%; expected volatility based on the Company's historical volatility-83%; and dividend yield-0.

In March 2010, the Company received unsecured loans totaling \$40,500 from three individuals of which \$7,500 was lent by Herman M. Gerwitz, a Director. The loans bear interest at 8% and are payable on demand. The loans were used to finance the Company's working capital requirements. Additionally, the Company granted warrants to purchase 40,500 shares of common stock of the Company at \$0.0703 per share to these three individuals. The warrants expire in five years. A financing cost of approximately \$1,800, representing the fair value of the warrants, was charged to income in the first quarter of 2010. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate-2.65%; volatility-77%; and dividend yield-0.

In May 2010, the Company received an unsecured loan of \$10,000 from an individual. The loan bears interest at 8% and is payable on demand. The loan was used to finance the Company's working capital requirements. Additionally, the Company granted warrants to purchase 10,000 shares of common stock of the Company at \$0.06 per share to this individual. The warrants expire in five years. A financing cost of approximately \$400, representing the fair value of the warrants, was charged to income in the second quarter of 2010. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate 2.11%; volatility-78%; and dividend yield-0.

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The following table summarizes all warrant activity of the Company since December 31, 2010:

	Number of Shares	Exercise Price	Weighted Average Exercise Price
Outstanding warrants - December 31, 2010	97,500	\$ .06 to \$.27	\$ .14
Warrants granted	15,000	\$.06	\$.06
Warrants expired	47,000	\$.21 to \$.27	\$.23
Outstanding warrants - September 30, 2011	65,500	\$.06 and \$.07	\$.07
Weighted average remaining contractual life (years)	3.68		
Exercisable warrants - September 30, 2011	65,500	\$.06 and \$.07	\$.07

**Note 6. Stockholders Deficiency**

During the first nine months of 2011, the Company sold a total of 335,337 shares of its common stock to two non-affiliated individual investors for a total of \$18,000 pursuant to a private placement. During the first nine months of 2010, the Company sold 1,460,000 shares of its common stock to three non-affiliated individuals, 148,912 shares of its common stock to Philip B. White, a Director and 62,500 shares of its common stock to Herman M. Gerwitz, a Director, for a total of \$64,600 pursuant to the private placement.

**Note 7. Other Income (Expenses)**

Other income (expenses) includes, for the three months and nine months ended September 30, 2011, (i) a license transfer fee of \$60,000, net of commission expense of \$6,000, received in connection with the sale by a licensee in the entertainment and toy products market of an operating division that included, with the Company's consent, assignment of the technology license with the Company to another business in the entertainment and toy products market during the third quarter of 2011; (ii) the reversal of approximately \$19,400 of accounts payable and related accrued expenses related to invoices received during the first nine months of 2001 from a professional services business that provided legal services to the Company that the Company, with legal counsel, has determined to be no longer statutorily payable as the statute of limitations to bring a claim has expired; and (iii) the reversal of a total of \$38,000 of accrued expenses related to (x) potential reimbursement of expenses to members of a group who in 1999 succeeded in electing four members to the Company's Board of Directors and (y) the purchase of equipment in 2007 for which an invoice was never submitted by the supplier that the Company, with legal counsel, has determined to be no longer statutorily payable as the applicable statutes of limitations to bring such claims have expired. Additionally, other income (expenses) includes interest on funds borrowed under the Company's line of credit with a bank and on unsecured loans from five individuals. Also included in other income (expenses) are financing costs related to warrants issued in the first nine months of 2011 and 2010 in conjunction with unsecured loans received during those periods.





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**Note 8. Income Taxes**

There is no provision for income taxes for the three months ended September 30, 2011 due to the availability of net operating loss carryforwards. There is no income tax benefit for the losses for the nine months ended September 30, 2011 and for the three months and nine months ended September 30, 2010 because the Company has determined that the realization of the net deferred tax asset is not assured. The Company has created a valuation allowance for the entire amount of such benefits.

There was no change in unrecognized tax benefits during the period ended September 30, 2011 and there was no accrual for uncertain tax positions as of September 30, 2011.

Tax years from 2008 through 2010 remain subject to examination by U.S. federal and state jurisdictions.

**Note 9. Earnings (Loss) per Share**

In accordance with FASB ASC 260, *Earnings per Share*, basic earnings (loss) per common share is computed using net earnings (loss) divided by the weighted average number of common shares outstanding for the periods presented. The computation of diluted earnings per common share involves the assumption that outstanding common shares are increased by shares issuable upon exercise of those stock options and warrants for which the market price exceeds the exercise price. The number of shares issuable upon the exercise of such stock options and warrants is decreased by shares that could have been purchased by the Company with related proceeds. Because the exercise prices for the stock options and warrants exceeded the average market price during the three months ended September 30, 2011, common stock equivalents, consisting of stock options and warrants, were anti-dilutive. Because the Company reported a net loss for the nine months ended September 30, 2011 and for the three months and nine months ended September 30, 2010, common stock equivalents, consisting of stock options and warrants, were anti-dilutive.

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The Company's revenues, expressed as a percentage of total revenues, from non-affiliated customers that equaled 10% or more of the Company's total revenues were:

	Three Months ended September 30		Nine Months ended September 30	
	2011	2010	2011	2010
Customer A	19%	10%	22%	14%
Customer B	22%	14%	22%	17%
Customer C	25%	29%	19%	30%

The Company's non-affiliate customers whose individual balances amounted to more than 10% of the Company's net accounts receivable, expressed as a percentage of net accounts receivable, were:

	September 30 2011	December 31 2010
	Customer A	19%
Customer B	58%	75%
Customer C	20%	16%

The Company performs ongoing credit evaluations of its customers and generally does not require collateral. The Company also maintains allowances for potential credit losses. The loss of a major customer could have a material adverse effect on the Company's business operations and financial condition.

The Company's revenues by geographic region are as follows:

	Three Months ended September 30		Nine Months ended September 30	
	2011	2010	2011	2010
North America	\$ 127,100	\$ 139,600	\$ 407,000	\$ 340,500
Asia	45,600	17,900	150,800	61,900
South America		24,300	27,400	24,300
	\$ 172,700	\$ 181,800	\$ 585,200	\$ 426,700

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Forward-Looking Information**

*This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the Exchange Act), regarding, among other things, anticipated improvements in operations, the Company's plans, earnings, cash flow and expense estimates, strategies and prospects, both business and financial. All statements other than statements of current or historical fact contained in this report are forward-looking statements. The words believe, expect, anticipate, should, plan, will, may, intend, estimate, potential, continue and similar expressions, as they relate to the Company, are intended to identify forward-looking statements.*

The Company has based these forward-looking statements largely on its current expectations and projections about future events, financial trends, market opportunities, competition, and the adequacy of the Company's available cash resources, which the Company believes may affect its financial condition, results of operations, business strategy and financial needs. This Form 10-Q also contains forward-looking statements attributed to third parties. All such statements can be affected by inaccurate assumptions, including, without limitation, with respect to risks, uncertainties, anticipated operating efficiencies, new business prospects and the rate of expense increases. In light of these risks, uncertainties and assumptions, the forward-looking statements in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. For these reasons, and because of the uncertainty relating to the current financial crisis in today's economic environment and the potential reduction in demand for the Company's products, you should not consider this information to be a guarantee by the Company or any other person that its objectives and plans will be achieved. When you consider these forward-looking statements, you should keep in mind the Risk Factors and other cautionary statements set forth in this Item 2 and elsewhere in this Form 10-Q. The Company's forward-looking statements speak only as of the date made. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Condensed Financial Statements and related notes included elsewhere in this report as well as with the Company's audited Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission (the SEC) on March 31, 2011 and keeping in mind this cautionary statement regarding forward-looking information.

**Results of Operations**

The Company's revenues are derived from (i) royalties paid by licensees of the Company's technologies; (ii) fees for the provision of technical services to licensees; and (iii) the direct sale of (a) products incorporating the Company's technologies, such as inks, security paper and pressure sensitive labels, and (b) equipment used to support the application of the Company's technologies, such as ink-jet printing systems. Royalties consist of guaranteed minimum royalties payable by the Company's licensees and/or additional royalties, which typically vary with the licensee's sales or production of products incorporating the licensed technology. Technical services, in the form of on-site or telephone consultations by members of the Company's technical staff, may be offered to licensees of the Company's technologies. The consulting fees are billed at agreed upon per diem or hourly rates at the time the services are rendered. Service fees and sales revenues vary directly with the number of units of service or product provided.

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The Company recognizes revenue on its lines of business as follows:

- a) License fees and royalties are recognized when the license term begins. Upon inception of the license term, revenue is recognized in a manner consistent with the nature of the transaction and the earnings process, which generally is ratably over the license term;
- b) Product sales are recognized (i) upon shipment of products; (ii) when the price is fixed or determinable; and (iii) when collectability is reasonably assured; and
- c) Fees for technical services are recognized when (i) the service has been rendered; (ii) an arrangement exists; (iii) the price is fixed or determinable based upon a per diem or hourly rate; and (iv) collectability is reasonably assured.

The Company believes that, as fixed cost reductions beyond those it has achieved in recent years may not be achievable, its operating results are substantially dependent on revenue levels. Because revenues derived from licenses and royalties carry a much higher gross profit margin than other revenues, operating results are also substantially affected by changes in revenue mix.

Both the absolute amounts of the Company's revenues and the mix among the various sources of revenue are subject to substantial fluctuation. The Company has a relatively small number of substantial customers rather than a large number of small customers. Accordingly, changes in the revenue received from a significant customer can have a substantial effect on the Company's total revenue and on its revenue mix and overall financial performance. Such changes may result from a customer's product development delays, engineering changes, changes in product marketing strategies and the like. In addition, certain customers have, from time to time, sought to renegotiate certain provisions of their license agreements and, when the Company agrees to revise terms, revenues from the customer may be affected. The addition of a substantial new customer or the loss of a substantial existing customer may also have a substantial effect on the Company's total revenue, revenue mix and operating results.

Revenues for the third quarter of 2011 were \$172,700 compared to \$181,800 in the third quarter of 2010, a decrease of \$9,100, or approximately 5%. Licenses, royalties and fees increased by \$7,800, or approximately 10%, to \$85,800 in the third quarter of 2011 from \$78,000 in the third quarter of 2010. The increase in licenses, royalties and fees is due primarily to higher licensing revenues from a licensee in the entertainment and toy products market and license fees from a new licensee in the entertainment and toy products market whose multi-year license agreement commenced in the second quarter of 2011. There can be no assurances that the marketing and product development activities of the Company's licensees or other businesses in the entertainment and toy products market will produce a significant increase in revenues for the Company, nor can the timing of any potential revenue increases be predicted, particularly given the uncertain economic conditions being experienced worldwide.

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Product and other sales decreased by \$16,900, or approximately 16%, to \$86,900 in the third quarter of 2011 from \$103,800 in the third quarter of 2010. Sales of ink increased in the third quarter of 2011 compared to the third quarter of 2010 reflecting higher ink requirements of the third party printers of the Company's two major licensees in the entertainment and toy products market in the third quarter of 2011 offset in part by lower ink requirements of the Company's licensees in the retail receipt and document fraud market in the third quarter of 2011 compared to the third quarter of 2010. Also, in the third quarter of 2010, the Company made a sale to a large international business who introduced entertainment and toy products that incorporate the Company's technologies into South America. There were no sales to this business in the third quarter of 2011. The Company derived revenues of approximately \$102,400 from licensees and their printers in the entertainment and toy products market in the third quarter of 2011 compared to approximately \$85,600 in the third quarter of 2010.

For the first nine months of 2011, revenues were \$585,200, representing an increase of \$158,500, or approximately 37% over revenues of \$426,700 in the first nine months of 2010. Licenses, royalties and fees of \$285,600 in the first nine months of 2011 were \$95,900, or approximately 51% higher than licenses, royalties and fees of \$189,700 in the first nine months of 2010. This increase was due primarily to higher licensing revenues from a licensee in the entertainment and toy products market, license fees from a licensee in the entertainment and toy products market whose license commenced in mid-2010 and license fees and royalty revenues from a new licensee in the entertainment and toy products market whose multi-year license agreement commenced in the second quarter of 2011.

Product and other sales increased by \$62,600, or approximately 26%, to \$299,600 in the first nine months of 2011 from \$237,000 in the first nine months of 2010. Sales of ink increased in the first nine months of 2011 compared to the first nine months of 2010 due primarily to ink shipments to the third party printers used by the Company's two major licensees in the entertainment and toy products market, offset in part by lower ink sales to the Company's licensees in the retail receipt and document fraud market in the first nine months of 2011 compared to the first nine months of 2010. The Company derived revenues of approximately \$373,300 from licensees and their printers in the entertainment and toy products market in the first nine months of 2011 compared to revenues of approximately \$181,700 in the first nine months of 2010.

The Company's gross profit increased to \$105,500 in the third quarter of 2011, or approximately 61% of revenues, from \$96,500 in the third quarter of 2010 or approximately 53% of revenues. Licenses, royalties and fees have historically carried a higher gross profit than product and other sales. Such other sales generally consist of supplies or other manufactured products which incorporate the Company's technologies or equipment used to support the application of its technologies. These items (except for inks which are manufactured by the Company) are generally purchased from third-party vendors and resold to the end-user or licensee and carry a lower gross profit than licenses, royalties and fees. The higher gross profit in the third quarter of 2011 compared to the third quarter of 2010 results primarily from higher gross revenues from licenses, royalties and fees along with a favorable mix of product and other sales in the third quarter of 2011 compared to the third quarter of 2010.

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For the first nine months of 2011, gross profit was \$369,100, or approximately 63% of revenues, compared to \$197,300, or approximately 46% of revenues, in the first nine months of 2010. The increase in gross profit in absolute dollars and as a percentage of revenues in the first nine months of 2011 compared to the first nine months of 2010 resulted from higher gross revenues of licenses, royalties and fees and product and other sales in the first nine months of 2011 compared to the first nine months of 2010.

As the variable component of cost of revenues related to licenses, royalties and fees is a low percentage of these revenues and the fixed component is not substantial, period to period changes in revenues from licenses, royalties and fees can significantly affect both the gross profit from licenses, royalties and fees as well as overall gross profit. The gross profit for both the third quarter of 2011 and the third quarter of 2010 was 81% of revenues from licenses, royalties and fees. Primarily due to the increase in revenues from licenses, royalties and fees in the first nine months of 2011 compared to the first nine months of 2010, the gross profit from licenses, royalties and fees increased to approximately 83% in the first nine months of 2011 from approximately 71% in the first nine months of 2010.

The gross profit, expressed as a percentage of revenues, of product and other sales is dependent on both the overall sales volumes of product and other sales and on the mix of the specific goods produced and/or sold. The gross profit from product and other sales increased to approximately 41% of revenues in the third quarter of 2011 compared to approximately 32% of revenues in the third quarter of 2010. This increase was due to favorable margins on certain products due to both favorable customer mix and raw materials prices. For the first nine months of 2011, the gross profit, expressed as a percentage of revenues, increased to approximately 44% of revenues from product and other sales compared to approximately 26% of revenues from product and other sales in the first nine months of 2010 due to higher sales of these products in the first nine months of 2011 compared to the first nine months of 2010, favorable margins on certain products due to both favorable customer mix and raw materials prices and a staff reduction in the second quarter of 2010.

Research and development expenses of \$28,400 in the third quarter of 2011 were comparable to \$27,500 in the third quarter of 2010. In first nine months of 2011, research and development expenses declined to \$85,800 from \$104,600 in first nine months of 2010. This decrease is due primarily to a staff reduction in the second quarter of 2010.

Sales and marketing expenses of \$38,900 in the third quarter of 2011 were comparable to \$38,500 in the third quarter of 2010. In the first nine months of 2011, sales and marketing expenses increased to \$131,300 from \$107,600 in the first nine months of 2010. The increase in the first nine months of 2011 compared to the first nine months of 2010 is due primarily to higher commission expenses on the higher level of revenues, relocation expenses related to the relocation of an employee from North Carolina to Pennsylvania and higher travel expenses.

General and administrative expenses increased to \$81,200 in the third quarter of 2011 from \$79,600 in the third quarter of 2010 and to \$263,100 in the first nine months of 2011 from \$254,600 in the first nine months of 2010. The increase in both the third quarter and first nine months of 2011 compared to the third quarter and first nine months of 2010 is due primarily to higher patent related expenses and professional fees in the third quarter and first nine months of 2011 compared to the third quarter and first nine months of 2010.

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Other income (expenses) includes, for the three months and nine months ended September 30, 2011, (i) a license transfer fee of \$60,000, net of commission expense of \$6,000, received in connection with the sale by a licensee in the entertainment and toy products market of an operating division that included, with the Company's consent, assignment of the technology license with the Company to another business in the entertainment and toy products market during the third quarter of 2011; (ii) the reversal of approximately \$19,400 of accounts payable and related accrued expenses related to invoices received during the first nine months of 2011 from a professional services business that provided legal services to the Company that the Company, with legal counsel, has determined to be no longer statutorily payable as the statute of limitations to bring a claim has expired; and (iii) the reversal of a total of \$38,000 of accrued expenses related to (x) potential reimbursement of expenses to members of a group who in 1999 succeeded in electing four members to the Company's Board of Directors and (y) the purchase of equipment in 2007 for which an invoice was never submitted by the supplier that the Company, with legal counsel, has determined to be no longer statutorily payable as the applicable statutes of limitations to bring such claims have expired. Additionally, other income (expenses) includes interest on funds borrowed under the Company's line of credit with a bank and on unsecured loans from five individuals. Also included in other income (expenses) are financing costs related to warrants issued in the first nine months of 2011 and 2010 in conjunction with unsecured loans received during those periods.

The net income of \$66,100 and lower net loss of \$7,300 in the third quarter and first nine months of 2011 compared to the net loss of \$51,600 and \$277,800, respectively, in the third quarter and first nine months of 2010 resulted primarily from a higher gross profit on a higher level of revenues and other income including a technology license transfer fee and the reversal of accounts payable and accrued expenses that are no longer statutorily payable offset in part by higher operating expenses in the third quarter and first nine months of 2011 compared to the third quarter and first nine months of 2010.

**Plan of Operation, Liquidity and Capital Resources**

During the first nine months of 2011, the Company's cash decreased to \$1,400 at September 30, 2011 from \$10,600 at December 31, 2010. During the first nine months of 2011, the Company received \$18,000 from the sale of 335,337 shares of its common stock, borrowed \$15,000 from a director and borrowed \$2,000 from an individual. The Company repaid the loan from the director, repaid \$18,800 of its line of credit with a bank and used \$10,400 to fund its operating activities.

During the first nine months of 2011, the Company's revenues increased as a result of higher license fees from a major customer in the entertainment and toy products market, license fees generated from a license signed in mid-2010 with a licensee in the entertainment and toy products market, sales of ink to the licensed printers of these customers, a second sale of products incorporating the Company's technologies to a customer in the entertainment and toy products market and license and royalty revenues from a new licensee signed in the first quarter of 2011. As the Company's total overhead and other expenses in the first nine months of 2011 were comparable to the total overhead and other expenses in the first nine months of 2010, the increase in the gross profit and additional income derived from the assignment of a technology license and liability reversals resulted in a reduction of the Company's net loss to \$7,300 in the first nine months of 2011 compared to \$277,800 in the first nine months of 2010. The Company had negative operating cash flow of \$10,400 during the first nine months of 2011. At September 30, 2011, the Company had negative working capital of \$327,200 and a stockholders' deficiency of \$322,100. For the full year of 2010, the Company had a net loss of \$245,100 and had negative operating cash flow of \$170,200. At December 31, 2010, the Company had negative working capital of \$343,000 and a \$333,400 stockholders' deficiency.

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During 2010, the Company accepted an offer by the bank to repay the then outstanding balance of \$100,000 under its line of credit with a bank in forty-eight equal monthly installments, plus interest, beginning in October 2010. As of September 30, 2011, the balance on the line of credit had been reduced to \$75,000. During 2010 and early 2011, the Company received unsecured loans totaling \$67,500 from five individuals and, through September 30, 2011, repaid \$15,000 of those amounts borrowed. Additionally, in 2010 and 2011 through the date of this report, the Company raised approximately \$119,600 through the sale of 3,215,082 shares of its common stock. These borrowings and sales of common stock have allowed the Company to remain in operation through the current date.

There can be no assurances that the Company will be able to secure sufficient additional funding through investments or borrowings that will allow the Company to fund losses that it presently believes may continue during 2011. Based on the Company's estimate of revenues and expenses, the Company believes its cash on hand and cash from the collection of outstanding accounts receivable will be sufficient to fund its operations through the fourth quarter of 2011. The Company believes that without additional investment, it may be forced to cease operations at an undetermined date in the future.

The Company's plan of operation for the twelve months beginning with the date of this quarterly report consists of concentrating available human and financial resources to continue to capitalize on the specific business relationships the Company has developed in the entertainment and toy products market, including a new licensee with a significant presence in the entertainment and toy products market added as a result of the assignment, with the Company's consent, of a technology license by a former licensee late in the third quarter of 2011, a licensee added in 2010 whose initial line of products that incorporate the Company's technologies are now available for purchase in certain retail outlets in the United States and an additional licensee added in the first quarter of 2011. The Company plans to continue developing applications for these licensees while expanding its licensee base in the entertainment and toy market. Additionally, the Company anticipates revenue growth in the retail loss prevention market through increased royalties from security ink sales to its long-standing and recently-added licensees in this market. The Company will continue to adjust its production and technical staff as necessary. The Company will also, subject to available financial resources, invest in capital equipment needed to support potential growth in ink production requirements beyond its current capacity. Additionally, the Company will pursue opportunities to market its current technologies in specific security and non-security markets.

The Company has received and continues to seek additional capital, in the form of debt, equity or both, to support its working capital requirements. There can be no assurances that the Company will be successful in raising additional capital, or that such additional capital, if obtained, will enable the Company to generate additional revenues and positive cash flow.

The Company generates a significant portion of its total revenues from licensees in the entertainment and toy products market. These licensees generally sell their products through retail outlets. Over the balance of the year, such sales may be adversely affected by a continuation of the slowdown in consumer spending that was experienced during 2009 and 2010 due to the current negative economic environment. As a result, the Company's revenues, results of operations and liquidity may continue to be negatively impacted as they were during the previous two years.



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**Risk Factors**

The Company's operating results, financial condition and stock price are subject to certain risks, some of which are beyond the Company's control. These risks could cause actual operating and financial results to differ materially from those expressed in the Company's forward looking statements, including the risks described below and the risks identified in other documents which are filed and furnished with the SEC, including the Company's annual report on Form 10-K filed on March 31, 2011:

*Access to Capital.* The Company anticipates the need to raise capital in order to fund its historical and new business operations. The crisis in the financial markets that commenced in 2007 caused serious deterioration in the net worth and liquidity of many investors, including potential investors in the Company, and seriously eroded investor confidence in general making it more difficult for the Company to raise capital. If the Company is unable to secure capital, in the form of debt, equity or both, that may be needed in the future, it may be forced to cease operations. There can be no assurances that the Company will be successful in obtaining additional investment in sufficient amounts to fund its ongoing business operations.

*Line of Credit.* The Company has a line of credit with a bank that, at its inception, allowed the Company to borrow a maximum of \$100,000. In August 2010, after the bank indicated that it would not renew the line of credit, the Company accepted an offer by the bank to repay the then outstanding loan balance of \$100,000 in forty-eight equal monthly installments of \$2,083, plus interest, beginning in October 2010 and maturing in September 2014. During 2010 and the first nine months of 2011, the Company incurred unsecured loans totaling \$67,500 from five individuals and repaid \$15,000 of these loans. The incurrence of these unsecured loans constituted a violation of certain covenants of the Company's line of credit with the bank. Under the terms of the line of credit agreement, this covenant violation is an event of default whereby the bank has certain rights, including the right to require the Company to immediately repay the entire outstanding loan balance. Should the bank impose a requirement for immediate repayment of the entire outstanding loan balance, which was \$75,000 at September 30, 2011, this could have a material adverse effect on the Company's financial condition.

*Dependency on Major Customer.* The Company is dependent on its licensees to develop new products and markets that will generate increases in its licensing and product revenues. The inability of the Company's licensees to maintain at least current levels of sales of products utilizing the Company's technologies could adversely affect the Company's operating results and cash flow. To the extent the Company's licensees are adversely affected by the current economic downturn, the Company's revenues may also be negatively impacted. The Company has derived a significant percentage of its revenues through a licensing relationship with a major customer. Revenues obtained directly from this customer and indirectly, through the customer's third party printer, equaled approximately 41% of the Company's third quarter 2011 revenues, approximately 44% of the Company's first nine months 2011 revenues and approximately 39% of the Company's 2010 full year revenues. The Company also has substantial receivables from these businesses. Late in the third quarter of 2011, this customer sold the operating division that utilizes the technology license with the Company to a business with a significant presence in the entertainment and toy products market and, with the Company's consent, assigned the technology license to the purchaser. The multi-year license containing guaranteed minimum annual royalties remains in force with the new licensee through December 2012. The agreement contains renewal options, but there can be no assurance the license will continue in force at the same or more favorable terms beyond its current termination date.

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*Possible Inability to Develop New Business.* Management of the Company believes that any significant improvement in the Company's cash flow must result from increases in revenues from traditional sources and from new revenue sources. The Company raised cash through additional capital investment and loans from individuals in 2010 and 2011. The Company also benefited from limiting increases in its operating expenses and reducing its operating expenses when possible. The Company's ability to develop new revenues may depend on the extent of its marketing activities and its research and development activities, both of which are limited. There are no assurances that the resources that the Company can devote to marketing and to research and development will be sufficient to increase its revenues to levels that will enable it to maintain positive operating cash flow in the future.

*Inability to Obtain Raw Materials and Products for Resale.* The Company's adverse financial condition has required it to significantly defer payments due to (i) vendors who supply raw materials and other components of its security inks and (ii) providers of professional and other services. As a result, the Company is required to pay cash in advance of shipment to certain of its suppliers. The inability to obtain materials on a timely basis and the possibility that certain vendors may permanently discontinue supplying the Company with needed products and services may result in delayed shipments to customers and further impact the Company's ability to service its customers, thereby adversely affecting the Company's relationships with its customers and licensees. There can be no assurances that the Company will be able to maintain its vendor relationships in an acceptable manner.

*Uneven Pattern of Quarterly and Annual Operating Results.* The Company's revenues, which are derived primarily from licensing and sales of products incorporating its technologies as well as royalties from these products, are difficult to forecast; such forecasting difficulty is due to, among other reasons, the long sales cycle of the Company's technologies, the potential for customer delay or deferral of implementation of the Company's technologies, the size and timing of inception of individual license agreements, the success of the Company's licensees and strategic partners in exploiting the market for the licensed products, modifications of customer budgets, and uneven patterns of royalty revenue and product orders. As the Company's revenue base is not substantial, delays in the finalization of license contracts, the implementation of the technology to initiate the revenue stream and the ordering decisions of customers can have a material adverse effect on the Company's quarterly and annual revenue expectations. As the Company's operating expenses are substantially fixed, income expectations will be subject to a similar adverse outcome. As licensees for the entertainment and toy products markets are added, the predictability of the Company's revenue stream may be further impacted.

*Volatility of Stock Price.* The market price for the Company's common stock has historically experienced significant fluctuations and may continue to do so. With the exception of 2007, from its inception, the Company has operated at a loss and has not produced revenue levels traditionally associated with publicly-traded companies. The Company's common stock is not listed on a national or regional securities exchange and, consequently, the Company receives limited publicity regarding its business achievements and prospects. Additionally, securities analysts and traders do not extensively follow the Company's stock and its stock is thinly traded. The Company's market price may be affected by announcements of new relationships or modifications to existing relationships. The stock prices of many developing public companies, particularly those with small capitalizations, have experienced wide fluctuations not necessarily related to operating performance. Such fluctuations may adversely affect the market price of the Company's common stock.

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*Intellectual Property.* The Company relies on a combination of protections provided under applicable international patent, trademark and trade secret laws. The Company also relies on confidentiality, non-analysis and licensing agreements to establish and protect its rights in its proprietary technologies. While the Company actively attempts to protect these rights, its technologies may be compromised through reverse engineering or other means. In addition, the Company's ability to enforce its intellectual property rights through appropriate legal action has been and will continue to be limited by its adverse liquidity. There can be no assurances that the Company will be able to protect the basis of its technologies from discovery by unauthorized third parties or to preclude unauthorized persons from conducting activities that infringe on the Company's rights. The Company's adverse liquidity situation also impacts its ability to obtain patent protection on its intellectual property and to maintain protection on previously issued patents. As advised by its patent counsel, the Company has paid patent maintenance fees of approximately \$400 during the first nine months of 2011. There can be no assurances that the Company will be able to continue to prosecute new patents and maintain issued patents. As a result, the Company's customer and licensee relationships could be adversely affected, and the value of the Company's technologies and intellectual property (including their value upon liquidation) could be substantially diminished.

*Economic Conditions.* The Company's revenue is susceptible to changes in general economic conditions and the present global recession that is expected to continue during 2011. The Company's sales, liquidity and overall results of operations may be negatively affected by decreasing consumer confidence, further slowdowns in consumer spending or other downturns in the U.S. economy as a whole or in any geographic markets from which the Company derives revenue. In addition, these factors may result in decreased customer and licensee demand for the Company's products and may negatively impact the Company's ability to develop new customers and licensees. Due to the uncertainty surrounding the financial crisis, the Company is unable to predict the effect of such conditions on its customers and licensees. Consequently, the Company cannot predict the scope or magnitude of the negative effect resulting from an ongoing global financial crisis and economic slowdown.

**Recently Adopted Accounting Pronouncements**

As of September 30, 2011 and for the period then ended, there were no recently adopted accounting pronouncements that had a material effect on the Company's financial statements.

**Recently Issued Accounting Pronouncements Not Yet Adopted**

As of September 30, 2011, there are no recently issued accounting standards not yet adopted which would have a material effect on the Company's financial statements.

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

**Item 4. Controls and Procedures**

(a) Disclosure Controls and Procedures

The Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified within the rules and forms of the SEC, and are designed to ensure that information required to be disclosed by the Company in these reports is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

(b) Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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**PART II OTHER INFORMATION**

**Item 3. Defaults Upon Senior Securities**

During 2010 and the first nine months of 2011, the Company accepted unsecured loans totaling \$67,500 from five individuals and repaid \$15,000 of the loans received. The acceptance of these unsecured loans constituted a violation of certain covenants of the Company's \$100,000 line of credit with a bank. Under the terms of the line of credit agreement, this covenant violation is an event of default whereby the bank has certain rights, including the right to require the Company to immediately repay the entire outstanding loan balance, which was \$75,000 at September 30, 2011.

**Item 6. Exhibits**

**(a) Exhibits**

- 31.1 Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following materials from the Nocopi Technologies, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 are furnished herewith, formatted in XBRL (eXtensible Business Reporting Language):
  - (i) the Statements of Operations, (ii) the Balance Sheets, (iii) the Statements of Cash Flows, and
  - (iv) the Notes to Financial Statements, tagged as blocks of text.

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SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NOCOPI TECHNOLOGIES, INC.

DATE: November 14, 2011

/s/ Michael A. Feinstein, M.D.  
Michael A. Feinstein, M.D.  
Chairman of the Board, President & Chief  
Executive Officer

DATE: November 14, 2011

/s/ Rudolph A. Lutterschmidt  
Rudolph A. Lutterschmidt  
Vice President & Chief Financial Officer

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